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Richard P. Krasnow

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11 Case No.**  
**08-13555 (JMP)**  
**(Jointly Administered)**

**NOTICE OF FIFTY-THIRD SUPPLEMENTAL LIST  
OF ORDINARY COURSE PROFESSIONALS**

**PLEASE TAKE NOTICE** that in accordance with the Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business, entered on March 25, 2010 (the “Amended Order”) [Docket. No. 7822],<sup>1</sup> Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”), hereby supplement their initial list of ordinary course professionals annexed to the Amended Order to include the professionals set forth on the list annexed hereto as Exhibit A (the “Fifty-Third Supplemental List”).

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<sup>1</sup> Capitalized terms used but not defined herein have the meaning ascribed to them in the Amended Order.

**PLEASE TAKE FURTHER NOTICE** that the retention affidavits certifying that such professionals do not represent or hold an interest adverse to the Debtors or their estates for the matters on which the professionals are to be employed (the “Ordinary Course Professional Affidavits”) and the retention questionnaires (the “Retention Questionnaires”) of the ordinary course professionals identified on the Fifty-Third Supplemental List have been filed contemporaneously herewith.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Amended Order, the Debtors will serve this Notice, together with the Fifty-Third Supplemental List, the Ordinary Course Professionals’ Affidavits, and the Retention Questionnaires on (i) the Office of the United States Trustee and (ii) the attorneys for the Official Committee of Unsecured Creditors appointed in these chapter 11 cases.

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**PLEASE TAKE FURTHER NOTICE** that pursuant to the Amended Order, objections, if any, to the retention of ordinary course professionals identified on the Fifty-Third Supplemental List must be filed with the Court and served upon the undersigned attorney for the Debtors within 10 days of the date of service of this Notice. Unless timely objections are received, the Fifty-Third Supplemental List shall be deemed approved by the Court and the professionals identified therein shall be deemed to be ordinary course professionals within the purview of the Amended Order, without the necessity of a hearing.

Dated: June 28, 2010  
New York, New York

/s/ Richard P. Krasnow  
Richard P. Krasnow

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit A**

**Fifty-Third Supplemental List of Proposed Professionals  
to be Employed in the Ordinary Course of Business**

<b>Professional</b>	<b>Nature of Services</b>
Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019	Legal services with respect to real estate transactions and matters.

**EXHIBIT A**

**(Ordinary Course Professional Affidavit)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

_____	x	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
<b>LEHMAN BROTHERS HOLDINGS INC., et al,</b>	:	<b>08-13555 (JMP)</b>
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	:	
_____	x	

**AFFIDAVIT AND DISCLOSURE STATEMENT OF STEVEN D. KLEIN,  
ON BEHALF OF WILLKIE FARR & GALLAGHER LLP**

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

Steven D. Klein, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, NY 10019 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services relating to real estate transactions and matters ("Real Estate Matters") to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

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chapter 11 cases. Although in connection with the foregoing, the Firm represents certain parties listed on Schedule A hereto in asserting claims against the Debtors in these chapter 11 cases and/or as holders of interests that are or may be adverse to the Debtors and may represent such parties in connection with new matters that are adverse to the Debtors, and in the future may represent additional parties in connection with matters that are adverse to the Debtors

(collectively, the "Adverse Parties"),<sup>1</sup> the Firm does not and will not represent any such Adverse Parties in connection with the matters as to which the Firm is retained to represent the Debtors. Likewise, the Firm does not and will not represent the Debtors in connection with matters that may be adverse to the Adverse Parties.

4. In addition, the Firm represents Ian Lowitt, former Chief Financial Officer of the Debtors, and Martin Kelly, former Global Financial Controller of the Debtors in litigation matters that are wholly unrelated to the Real Estate Matters.

5. Neither I, nor (except as described above) any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

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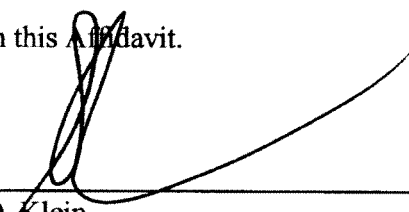
<sup>1</sup> On December 17, 2008, the Firm filed the Fifth Amended Verified Statement Pursuant to Bankruptcy Rule 2019 on behalf of Arc Fund Management Ltd, ADI Alternative Investments, AIG Financial Products Corporation, AIG Global Investment Corporation, Bloomberg Finance L.P., Bloomberg L.P., Fir Tree Opportunity Master Fund, L.P., Fir Tree Value Master Fund, L.P., Green Tree Servicing LLC, IntraLinks, Inc., Marshall Wace LLP, OppenheimerFunds, Inc., Oppenheimer Strategic Income Fund and Certain Other Funds and Accounts Advised or Sub-Advised by OppenheimerFunds, Inc. and its Affiliates, Quantum Partners LDC, Royal Charter Properties-East, Inc., SEAT Pagine Gialle S.p.A, Scout Real Estate Capital LLC and its Affiliates [Docket No. 2273].

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7. The Debtors owe the Firm \$328,064.71 for prepetition services.

8. The Firm has received a conflicts waiver from the Debtors permitting the Firm to be adverse to the Debtors in any matter, other than the Real Estate Matters.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

  
\_\_\_\_\_  
Steven D. Klein  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019

Subscribed and sworn to before me  
this 24 day of JUNE, 2010

  
\_\_\_\_\_  
Notary Public

**COREY CASBARRO**  
Notary Public, State of New York  
No. 01CA6208697  
Qualified in New York County  
Commission Expires July 6, 2013



**Schedule A**

**AIG Financial Products Corp., AIG Global Investment Corporation and Certain Other of their Affiliates;**

**Arc Fund Management Ltd. and Certain Other Funds and Accounts Advised or Sub-Advised by Arc Fund Management Ltd. and its Affiliates;**

**Bloomberg Finance L.P., Bloomberg L.P. and their Affiliates;**

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**Blue Sky Global;**

**Board of the Pension Protection Fund;**

**Christoph Henkel;**

**Delta Alternative Management / Delta Prim ESSF;**

**EagleRock Capital Management LLC and Certain Other Funds and Accounts Advised or Sub-Advised by EagleRock Capital Management LLC and its Affiliates;**

**Fir Tree Partners, L.P. and Certain Other Funds and Accounts Advised or Sub-Advised by Fir Tree Partners, L.P. and its Affiliates;**

**Green Tree Servicing LLC and its Affiliates;**

**Highbridge Capital Management, LLC and Certain Other Funds and Accounts Advised or Sub-Advised by Highbridge Capital Management, LLC and its Affiliates;**

**Ian Lowitt;**

**Marshall Wace LLP and Certain Other Funds and Accounts Advised or Sub-Advised by Marshall Wace LLP and its Affiliates;**

**Martin Kelly;**

**Millennium Partners and Certain Other Funds and Accounts Advised or Sub-Advised by Millennium Partners and its Affiliates;**

**Monarch Alternative Capital LP and Certain Other Funds and Accounts Advised or Sub-Advised by Monarch Alternative Capital LP and its Affiliates;**

**Neuberger Berman LLC and Certain Other Funds and Accounts Advised or Sub-Advised by Neuberger Berman LLC and its Affiliates;**

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**Och-Ziff Capital Management Group LLC** and Certain Other Funds and Accounts Advised or Sub-Advised by Och-Ziff Capital Management Group LLC and its Affiliates;

**OppenheimerFunds, Inc.** and Certain Other Funds and Accounts Advised or Sub-Advised by OppenheimerFunds, Inc. and its Affiliates;

**Quantum Partners LDC** and Certain Other Funds and Accounts Advised or Sub-Advised by Quantum Partners LDC and its Affiliates;

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**Royal Charter Properties, Inc.;**

**SAC Capital Advisors, L.P.** and Certain Other Funds and Accounts Advised or Sub-Advised by SAC Capital Advisors, L.P. and its Affiliates;

**Scout Real Estate Capital, LLC** and its affiliates;

**SEAT Pagine Gialle S.p.A.;**

**Silver Lake Credit Fund, L.P.;**

**Soros Fund Management LLC** and Certain Other Funds and Accounts Advised or Sub-Advised by Soros Fund Management LLC and its Affiliates;

**Trustees of the Lehman Brothers Pension Scheme;**

**Ventas, Inc.** and Certain Other Funds and Accounts Advised or Sub-Advised by Ventas, Inc. and its Affiliates;

**Zurich Financial Services Ltd.** and Certain Other Funds and Accounts Advised or Sub-Advised by Zurich Financial Services Ltd. and its Affiliates).

**EXHIBIT B**

**(Retention Questionnaire)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
<b>LEHMAN BROTHERS HOLDINGS INC., et al,</b>	:	<b>08-13555 (JMP)</b>
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	:	
	:	
-----	X	

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019

2. Date of retention: 2002

3. Type of services provided (accounting, legal, etc.):

Legal services relating to real estate transactions and matters.

4. Brief description of services to be provided:

Legal services arising out of real estate and related transactions entered into with respect to 383-391 W. 12th LLC and 607 Hudson Associates LLC, as well as potential future real estate transactions and matters.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly.

- (a) Average hourly rate (if applicable):

Partners - \$695-\$995

Associates - \$290-\$685

Legal Assistants - \$110-\$280

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Not known at this time.

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$328,064.71

Date claim arose: Various dates.

Source of Claim: Legal fees and expenses.

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Firm wide e-mail produced no affirmative responses to date.

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: None.

No. of shares: None.

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Firm wide e-mail produced no affirmative responses to date.

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Not aware of any at this time.

11. Name of individual completing this form:

Steven D. Klein